

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4439718

The Registrar of Companies for England and Wales hereby certifies that

REDWOOD 2002 LIMITED

having by special resolution changed its name, is now incorporated
under the name of

E2V HOLDINGS LIMITED

Given at Companies House, London, the 17th September 2002



C04439718G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

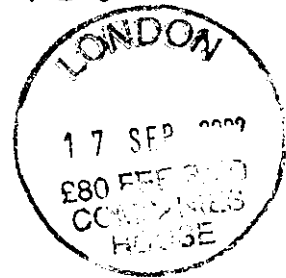


Companies House
— for the record —

Company No. 4439718

REDWOOD 2002 LIMITED

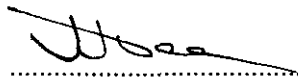
**Written resolution of the Company pursuant to
section 381A of the Companies Act 1985**



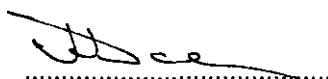
We, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

RESOLUTION


THAT the Company's name be changed to E2V HOLDINGS LIMITED


.....
For and on behalf of
3i Nominees Limited

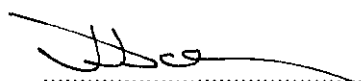
Dated: 11/9 2002


.....
For and on behalf of
3i EF3 Nominees B Limited

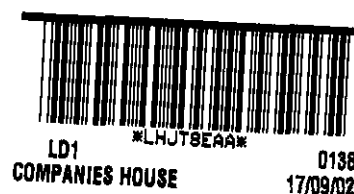
Dated: 11/9 2002

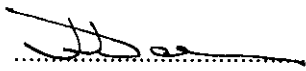

.....
For and on behalf of
3i PVLP Nominees Limited

Dated: 11/9 2002



.....
For and on behalf of
3i EF3 Nominees A Limited

Dated: 11/9 2002





.....
For and on behalf of
3i PVLP Nominees Limited
(a/c Parallel Ventures (No 2)
Co-investment Plan)


Dated: 11/9 2002


.....
Michael Hannant

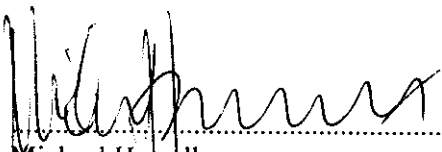
Dated: 11/9 2002


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John Brewster

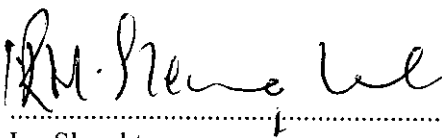
Dated: 11/9 2002


.....
Keith Attwood


Dated: 11/9 2002


.....
Michael Hassall

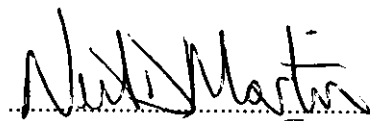
Dated: 11/9 2002


.....
Ian Slaughter

Dated: 11/9 2002


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Debra Lumsden

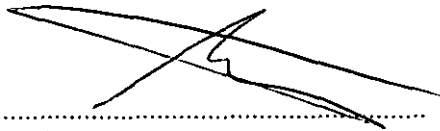
Dated: 11/9 2002


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Neil Martin

Dated: 11/9 2002

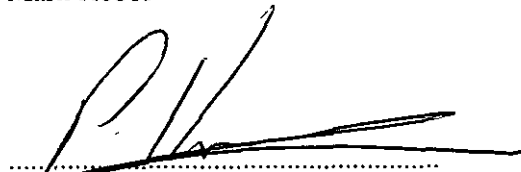

.....
Trevor Cross

Dated: 11/9 2002



.....
Mark Hobbs

Dated: 11 / 9 2002



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Peter Knowles

Dated: 11 / 9 2002